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LIMITED LIABILITY AMENDMENT

ORANGE AVE DONUTS, LLC

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

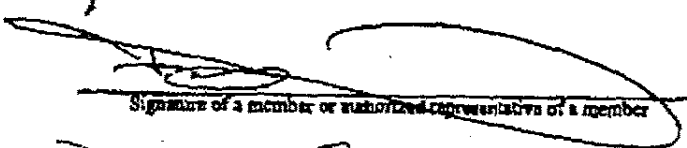
ORANGE AVE DONUTS, LLC
(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was July 23, 2003.

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

Please see EXHIBIT A attached hereto and made a part hereof.

Dated 6/7/ 2004.


Signature of a member or authorized representative of a member

Michael Thompson
Typed or printed name of signer

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EXHIBIT A**Articles of Amendment
To Articles of Organization of Orange Ave Donuts, LLC**

A. The name of the Limited Liability Company shall be changed, and the text of Article I of the Articles of Organization shall be amended to read as follows:

"ARTICLE I – Name:

The name of the Limited Liability Company is: Apopka Donuts, LLC"

B. The address of the Limited Liability Company shall be changed, and the text of Article II of the Articles of Organization shall be amended to read as follows:

"ARTICLE II – Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

212 Main Street
Apopka, FL 32703

Mailing Address:

212 Main Street
Apopka, FL 32703"

C. The addresses of the Managers of the Limited Liability Company shall be changed, and the text of Article IV of the Articles of Organization shall be amended to read as follows:

"ARTICLE IV – Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

MGR

MGR

Name and Address:

D. Michael Thompson
1684 Cherry Ridge Dr.
Lake Mary, FL 32746

Brian P. Kinsley
1642 Tennyson Ct.
Lake Mary, FL 32746"

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